

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:)	Chapter 11
WASHINGTON PRIME GROUP INC., <i>et al.</i> , ¹)	Case No. 21-31948 (MI)
Debtors.)	(Joint Administration Requested)
)	(Emergency Hearing Requested)

**ORDER (I) AUTHORIZING THE DEBTORS
OF TO REDACT CERTAIN PERSONALLY IDENTIFIABLE
INFORMATION, (II) WAIVING THE REQUIREMENT TO FILE A LIST
EQUITY SECURITY HOLDERS, (III) APPROVING THE FORM AND MANNER
OF NOTIFYING CREDITORS OF THE COMMENCEMENT OF THE CHAPTER
11 CASES AND OTHER INFORMATION, AND (IV) GRANTING RELATED RELIEF**

Upon the motion (the “Motion”)² of the above-captioned debtors and debtors in possession (collectively, the “Debtors”) for entry of an order (this “Order”) (a) authorizing the Debtors to redact certain personally identifiable information, (b) waiving the requirement to file a list of and provide notice directly to the Debtor WPG Inc.’s equity security holders, (c) approving the form and manner of notifying creditors of the commencement of these chapter 11 cases, and (d) granting related relief, all as more fully set forth in the Motion; and upon the First Day Declaration; and this Court having jurisdiction over this matter pursuant to 28 U.S.C. § 1334; and this Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and this Court having found that it may enter a final order consistent with Article III of the United States Constitution; and this Court having found that venue of this proceeding and the Motion in this district is permissible

¹ A complete list of each of the Debtors in these chapter 11 cases and the last four digits of their federal tax identification numbers may be obtained on the website of the Debtors’ proposed claims and noticing agent at <https://cases.primeclerk.com/washingtonprime>. The Debtors’ service address is 180 East Broad Street, Columbus, Ohio 43215.

² Capitalized terms used but not otherwise defined herein have the meanings ascribed to them in the Motion.

pursuant to 28 U.S.C. §§ 1408 and 1409; and this Court having found that the relief requested in the Motion is in the best interests of the Debtors' estates, their creditors, and other parties in interest; and this Court having found that the Debtors' notice of the Motion and opportunity for a hearing on the Motion were appropriate under the circumstances and no other notice need be provided; and this Court having reviewed the Motion and having heard the statements in support of the relief requested therein at a hearing before this Court (the "Hearing"); and this Court having determined that the legal and factual bases set forth in the Motion and at the Hearing establish just cause for the relief granted herein; and upon all of the proceedings had before this Court; and after due deliberation and sufficient cause appearing therefor, it is HEREBY ORDERED THAT:

1. The Debtors are authorized to redact (a) the home addresses of individuals listed on the Creditor Matrix, Schedules and Statements, and list of individual equity holders or other documents filed with the Court and (b) the name and address information in respect of individuals protected by the EU GDPR. The Debtors shall provide an unredacted version of the Creditor Matrix, Schedules and Statements, and any other filings redacted pursuant to this Order to (x) the Court, the U.S. Trustee, and counsel to any official committee appointed in these chapter 11 cases (if any) and (y) any party in interest upon a request to the Debtors (email is sufficient) or to the Court that is reasonably related to these chapter 11 cases, subject to the restrictions of the EU GDPR; *provided* that any receiving party shall not transfer or otherwise provide such unredacted document to any person or entity not party to the request. The Debtors shall inform the Court and U.S. Trustee promptly after denying any request for an unredacted document pursuant to this Order. Any party in interest may request emergency relief from the provisions herein, including that the Debtors have not satisfied their burden under section 107(c) of the Bankruptcy Code.

2. The requirement that Debtor WPG Inc. file a list of its equity security holders pursuant to Bankruptcy Rule 1007(a)(3) is waived.

3. Any requirement that Debtor entity WPG Inc. provide notice directly to equity security holders under Bankruptcy Rule 2002(d) is waived, and the Debtors are authorized to serve the notices required under Bankruptcy Rule 2002(d) on the registered holders of Debtor WPG Inc.'s equity securities, and to the extent they are known, on beneficial holders through the appropriate broker, Depository Trust Company participant, or other intermediary.

4. The Debtors are authorized to serve the notice of commencement, substantially in the form attached hereto as **Exhibit A**, on the Creditor Matrix. Service of the notice of commencement shall be deemed adequate and sufficient notice of (a) the commencement of these chapter 11 cases and (b) the scheduling of the meeting of creditors under section 341 of the Bankruptcy Code.

5. The contents of the Motion satisfy the requirements of Bankruptcy Rule 6003(b).

6. The Debtors are authorized to take all actions necessary to effectuate the relief granted in this Order.

7. This Court retains exclusive jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of this Order.

Houston, Texas

Dated: _____, 2021

UNITED STATES BANKRUPTCY JUDGE

Exhibit A

Notice of Commencement

Information to identify the case:

Debtor: Washington Prime Group Inc., et al EIN: **46-4323686**
Name

United States Bankruptcy Court for the Southern District of Texas

Case Number: 21-31948 (MI) Date case filed for Chapter 11: June 13, 2021

Official Form 309F (For Corporations or Partnerships)**Notice of Chapter 11 Bankruptcy Case**

12/17

For the debtor listed above, a case has been filed under chapter 11 of the Bankruptcy Code. An order for relief has been entered.

This notice has important information about the case for creditors, debtors, and trustees, including information about the meeting of creditors and deadlines. Read both pages carefully.

The filing of the case imposed an automatic stay against most collection activities. This means that creditors generally may not take action to collect debts from the debtor or the debtor's property. For example, while the stay is in effect, creditors cannot sue, assert a deficiency, repossess property, or otherwise try to collect from the debtor. Creditors cannot demand repayment from the debtor by mail, phone, or otherwise. Creditors who violate the stay can be required to pay actual and punitive damages and attorney's fees.

Confirmation of a chapter 11 plan may result in a discharge of debt. A creditor who wants to have a particular debt excepted from discharge may be required to file a complaint in the bankruptcy clerk's office within the deadline specified in this notice. (See line 11 below for more information.)

To protect your rights, consult an attorney. All documents filed in the case may be inspected at the bankruptcy clerk's office at the address listed below or through PACER (Public Access to Court Electronic Records at www.pacer.gov).

A form to open an account on the bankruptcy court's electronic case filing system may be obtained at: <http://www.txs.uscourts.gov/sites/txs/files/CRECFform.pdf>.

The staff of the bankruptcy clerk's office cannot give legal advice.

Do not file this notice with any proof of claim or other filing in the case.

Debtors' full name: See chart below.

List of Jointly Administered Cases

NO.	DEBTOR	PRIOR NAMES	CASE NO.	EIN #
1	Washington Prime Group Inc.	SPG SpinCo Subsidiary Inc.; WP Glimcher Inc.; Glimcher; WP Glimcher	21-31948	46-4323686
2	Washington Prime Group, L.P.	SPG Spinco Operating Partnership, L.P.; CONNECT!KIDS; Dekalb Plaza; E-Commerce Meets Brick and Mortar; Experience Retail; Jersey Gardens; Glimcher; Fashion Forum; Haul @ The Mall; Kid*Lando; Kidx Club; Kidx Club And Design; Lakeline; License To Shop; Maplewood Mall; Momtopia; Northlake Mall; Omg! Mall Haul!; Polaris Fashion Place; Scottsdale Quarter; Scottsdale Quarter Q; Sensitive Bunny; Sensitive Santa; Shelby Sugar Shop; Shelby's Sugar Shop;	21-31949	46-4674640

NO.	DEBTOR	PRIOR NAMES	CASE NO.	EIN #
		Shelby's Sugar Shop and Design; Shelby's Sugar Shop Design; Tangible; Taste of Orlando; the Intersection of E-Tail and Re-Tail; the Outlet Collection; the Quarter; Washington Prime Group; Washington Prime Group I Limited Partnership; Washington Prime Group I, L.P.; Washington Prime Group, LP		
3	Bloomington Court, LLC	Bloomington Court	21-31951	27-0720123
4	Bowie Mall Company, LLC	Bowie Town Center; Bowie Town Center Strip	21-31955	58-2576359
5	Boynton Beach Mall, LLC	Boynton Beach Mall	21-31959	46-5288795
6	C.C. Altamonte Joint Venture	West Town Corners	21-31966	35-1841103
7	C.C. Ocala Joint Venture	Gaitway Plaza	21-31970	35-1841105
8	C.C. Westland Joint Venture	Westland Park Plaza	21-31973	35-1845503
9	Chautauqua Mall, LLC	Chautauqua Mall	21-31979	46-5289159
10	Chesapeake Center, LLC	Chesapeake Center	21-31985	46-5289671
11	Chesapeake Theater, LLC	Chesapeake Square	21-31991	27-3698713
12	Clay Terrace Partners, LLC	Clay Terrace	21-31954	35-2260966
13	Coral Springs Joint Venture	Royal Eagle Plaza	21-31960	35-1845496
14	CT Partners, LLC	Clay Terrace	21-31965	35-2100674
15	Dare Center, LLC	Dare Center	21-31971	46-5289813
16	Dayton Mall III LLC	Dayton Mall	21-31978	N/A
17	Downeast LLC	Downeast Associates Limited Partnership; Plaza at Buckland Hills	21-31987	35-1845501
18	Edison Mall, LLC	Edison Mall	21-31993	46-5290435
19	Empire East, LLC	Empire East	21-31999	45-4007394
20	Fairfax Court Center LLC	Fairfax Court Limited Partnership; Fairfax Court	21-32006	35-1841110
21	Fairfield Town Center, LLC	Fairfield Town Center	21-31947	46-5294097
22	Fairfield Village, LLC	Mall at Fairfield Commons	21-32010	54-2065292
23	Gaitway Plaza, LLC	Gaitway Plaza	21-32017	13-4300423
24	Greenwood Plus Center, LLC	Greenwood Plus	21-32003	46-5294259
25	Jefferson Valley Center LLC	N/A	21-32012	46-5318376
26	Keystone Shoppes, LLC	Keystone Shoppes	21-32018	46-5294432
27	KI-Henderson Square Associates, L.P.	Henderson Square	21-32022	23-3014155
28	KI-Henderson Square Associates, LLC	N/A	21-32024	23-3014154
29	KI-Whitemak Associates, LLC	N/A	21-32026	23-2995740
30	Lakeview Plaza (Orland), LLC	Lakeview Plaza	21-32030	27-1122653
31	Lima Center, LLC	Lima Center	21-32032	46-5329415
32	Lincoln Crossing, LLC	Lincoln Crossing	21-32033	46-5318219
33	Lindale Mall, LLC	Lindale Mall	21-32034	45-4007343
34	Mall at Cottonwood II LLC	Cottonwood Mall	21-32035	N/A

NO.	DEBTOR	PRIOR NAMES	CASE NO.	EIN #
35	Mall at Great Lakes, LLC	Great Lakes Mall	21-31950	30-0713227
36	Mall at Irving, LLC	Irving Mall	21-31952	46-5317957
37	Mall at Jefferson Valley, LLC	Jefferson Valley Mall	21-31956	N/A
38	Mall at Lake Plaza, LLC	Lake Plaza	21-31962	46-5317693
39	Mall at Lima, LLC	Lima Mall	21-31967	46-5329686
40	Mall at Longview, LLC	Longview, LLC; WPG Mall at Longview, LLC	21-31977	46-5319161
41	Maplewood Mall, LLC	Maplewood Mall	21-31983	46-5319384
42	Markland Fee Owner LLC	Markland Mall	21-31990	N/A
43	Markland Mall, LLC	Markland Mall	21-31996	52-2373779
44	Markland Plaza, LLC	Markland Plaza	21-32000	46-5338623
45	Martinsville Plaza, LLC	Martinsville Plaza	21-32007	46-5338770
46	Melbourne Square, LLC	Melbourne Square	21-31975	46-5341209
47	MFC Beaver Creek, LLC	Mall at Fairfield Commons	21-31981	20-0225220
48	Morgantown Mall LLC	Morgantown Mall Associates Limited Partnership; Morgantown Mall	21-31989	31-1429084
49	MSA/PSI Altamonte Limited Partnership	C.C. Altamonte Joint Venture; West Town Corners	21-32002	35-1841104
50	MSA/PSI Ocala Limited Partnership	CC Ocala Joint Venture	21-32008	35-1841106
51	Northwoods Ravine, LLC	Northwoods Mall	21-32014	11-3733363
52	Northwoods Shopping Center, LLC	Northwoods Mall	21-32019	46-5341371
53	Orange Park Mall, LLC	Orange Park Mall	21-32020	46-5357873
54	Paddock Mall, LLC	Paddock Mall	21-32023	46-5341530
55	Plaza at Buckland Hills, LLC	Plaza at Buckland Hills	21-32027	57-1221364
56	Plaza at Countryside, LLC	Countryside Plaza	21-32029	46-5341716
57	Plaza at Northwood, LLC	Northwood Plaza	21-31963	46-5363847
58	Plaza at Tippecanoe, LLC	Tippecanoe Plaza	21-31972	46-5364087
59	Richardson Square, LLC	Richardson Square	21-31986	46-5342413
60	Rockaway Town Court, LLC	Rockaway Town Court	21-31995	46-5342695
61	Rockaway Town Plaza, LLC	Rockaway Town Plaza	21-32004	46-5304500
62	Rolling Oaks Mall, LLC	Rolling Oaks Mall	21-32011	46-4877182
63	Royal Eagle Plaza LLC	Royal Eagle Limited Partnership; Coral Springs Joint Venture	21-32021	35-1863229
64	Royal Eagle Plaza II LLC	Coral Springs Joint Venture	21-32016	N/A
65	Shops at Northeast Mall, LLC	The Shops at Northeast Mall	21-32025	46-5305016
66	Simon MV, LLC	N/A	21-32028	47-3950362
67	SM Mesa Mall, LLC	Mesa Mall	21-32031	20-4583467
68	Southern Hills Mall LLC	Southern Hills Mall	21-31953	N/A
69	Southern Park Mall, LLC	Southern Park Mall	21-31957	46-5305160
70	St. Charles Towne Plaza, LLC	St. Charles Towne Plaza	21-31961	27-0722824
71	Sunland Park Mall, LLC	Sunland Park Mall	21-31964	46-5310530

NO.	DEBTOR	PRIOR NAMES	CASE NO.	EIN #
72	The Outlet Collection LLC	Glimcher Supermall Venture, LLC; The Outlet Collection	21-31969	31-1578414
73	Town Center at Aurora II LLC	Town Center at Aurora	21-31974	N/A
74	University Park Mall CC, LLC	University Center	21-31980	75-3246349
75	University Town Plaza, LLC	University Town Plaza	21-31984	46-5310721
76	Village Park Plaza, LLC	Village Park Plaza	21-31988	57-1221358
77	Villages at MacGregor, LLC	Macgregor Village	21-31994	46-5305975
78	Washington Plaza, LLC	Washington Plaza	21-31997	46-5311107
79	Washington Prime Management Associates, LLC	Spinco Management Associates, LLC	21-31958	46-4797543
80	Washington Prime Property Limited Partnership	Glimcher Properties Limited Partnership; Glimcher Properties of Delaware Limited Partnership; Washington Prime Property Limited Partnership; Washington Prime Property Limited Partnership	21-31968	31-1390925
81	West Town Corners, LLC	West Town Corners	21-31976	13-4300426
82	Westshore Plaza II LLC	Westshore Plaza	21-31982	N/A
83	Whitemak Associates	Whitehall Mall	21-31992	23-2024198
84	WPG Management Associates, Inc.	N/A	21-31998	47-1284642
85	WPG Northtown Venture LLC	Glimcher Northtown Venture, LLC; Northtown Mall	21-32001	31-1597612
86	WPG Rockaway Commons, LLC	Rockaway Commons	21-32005	46-5311523
87	WPG Westshore, LLC	Glimcher Westshore, LLC; Westshore Plaza	21-32009	20-0107126
88	WPG Wolf Ranch, LLC	Wolf Ranch Town Center	21-32013	46-5311312
89	WTM Stockton, LLC	WTM Glimcher LLC; WTM Glimcher, LLC; Weberstown Mall	21-32015	20-4526849

All other names used in the last 8 years: See chart above.

Address: 180 East Broad Street, Columbus, Ohio 43215

Debtors' attorneys:

Matthew D. Cavanaugh (TX Bar No. 24062656)
 Kristhy M. Peguero (TX Bar No. 24102776)
 Genevieve Graham (TX Bar No. 24085340)

JACKSON WALKER LLP

1401 McKinney Street, Suite 1900
 Houston, Texas 77010

Telephone: (713) 752-4200

Facsimile: (713) 752-4221

Email: mcavanaugh@jw.com
kpeguero@jw.com
ggraham@jw.com

-and-

Chad J. Husnick, P.C. (*pro hac vice* pending)

KIRKLAND & ELLIS LLP

Debtors' notice and claims agent (for court documents and case information inquiries):

If by First-Class Mail:

Washington Prime Group Inc.
 c/o Prime Clerk
 One Grand Central Place
 60 East 42nd Street, Suite 1440
 New York, NY 10165

If by Hand Delivery or Overnight Mail:

Washington Prime Group Inc.
 c/o Prime Clerk
 One Grand Central Place
 60 East 42nd Street, Suite 1440

KIRKLAND & ELLIS INTERNATIONAL LLP

300 North LaSalle Street
Chicago, Illinois 60654

Telephone: (312) 862-2000

Facsimile: (312) 862-2200

Email: chad.husnick@kirkland.com

New York, NY 10165

Telephone: (877) 329-1913 (U.S./Canada)
(347) 919-5772 (International)

Email: washingtonprimeinfo@primeclerk.com

Case website:

<https://cases.primeclerk.com/washingtonprime>

-and-

Joshua A. Sussberg, P.C. (*pro hac vice* pending)

Alexander J. Nicas (*pro hac vice* pending)

KIRKLAND & ELLIS LLP**KIRKLAND & ELLIS INTERNATIONAL LLP**

601 Lexington Avenue

New York, New York 10022

Telephone: (212) 446-4800

Facsimile: (212) 446-4900

Email: jsussberg@kirkland.com

Email: alexander.nicas@kirkland.com

Bankruptcy Clerk's Office

Documents in this case may be filed at this address:

You may inspect all records filed in this case at this office or online at www.pacer.gov

United States Courthouse

515 Rusk Street

Houston, Texas 77002

All documents in this case are available free of charge on the website of the Debtors' notice and claims agent at

<https://cases.primeclerk.com/washingtonprime>

Hours Open: Monday - Friday

8:00 AM - 5:00 PM

Contact phone: 713-250-5500

Meeting of Creditors

July 22, 2021, at 2:00 p.m.

(prevailing Central Time)

Location:

The debtor's representative must attend the meeting to be questioned under oath. Creditors may attend, but are not required to do so.

The meeting may be continued or adjourned to a later date. If so, the date will be on the court docket.

Bob Casey United States Courthouse, Office of the United States Trustee,
515 Rusk, Suite 3401
Houston, Texas, 77002

Proof of Claim Deadline:**Deadline for filing proof of claim:**

Unless a different date is subsequently ordered by the Court, October 20, 2021

A proof of claim is a signed statement describing a creditor's claim. A proof of claim form may be obtained at www.uscourts.gov or any bankruptcy clerk's office.

Your claim will be allowed in the amount scheduled unless:
Your claim is designated as disputed, contingent or unliquidated;
You file a proof of claim in a different amount; or
You receive another notice

If your claim is not scheduled or if your claim is designated as disputed, contingent, or unliquidated, you must file a proof of claim or you might not be paid on your claim and you might be unable to vote on a plan. You may file a proof of claim even if your claim is scheduled.

You may review the schedules at the bankruptcy clerk's office or online at www.pacer.gov

Secured creditors retain rights in their collateral regardless of whether they file a proof of claim. Filing a proof of claim submits a creditor to the jurisdiction of the bankruptcy court, with consequences a lawyer can explain. For

	example, a secured creditor who files a proof of claim may surrender important nonmonetary rights, including the right to a jury trial.
Exception to discharge deadline The bankruptcy clerk's office must receive a complaint and any required filing fee by the following deadline.	You must start a judicial proceeding by filing a complaint if you want to have a debt excepted from discharge under 11 U.S.C. § 1141(d)(6)(A). Deadline for filing the complaint: To be determined.
Creditors with a Foreign Address	If you are a creditor receiving notice mailed to a foreign address, you may file a motion asking the court to extend the deadlines in this notice. Consult an attorney familiar with United States bankruptcy law if you have any questions about your rights in this case.
Filing a Chapter 11 Bankruptcy Case	Chapter 11 allows debtors to reorganize or liquidate according to a plan. A plan is not effective unless the court confirms it. You may receive a copy of the plan and a disclosure statement telling you about the plan, and you may have the opportunity to vote on the plan. You will receive notice of the date of the confirmation hearing, and you may object to confirmation of the plan and attend the confirmation hearing. Unless a trustee is serving, the debtor will remain in possession of the property and may continue to operate its business.
Discharge of Debts	Confirmation of a chapter 11 plan may result in a discharge of debts, which may include all or part of your debt. See 11 U.S.C. § 1141(d). A discharge means that creditors may never try to collect the debt from the debtor except as provided in the plan. If you want to have a particular debt owed to you excepted from the discharge under 11 U.S.C. § 1141(d)(6)(A), you must start a judicial proceeding by filing a complaint and paying the filing fee in the bankruptcy clerk's office by the deadline.